



0100 613 024

GE Transportation
Systems

RECORDATION NO. 17405-0

FILE 1125

Transportation Systems Marketing and Sales
General Electric Company
2901 East Lake Road, Erie, PA 16531

MAY 3 1995 11 12 AM

May 1, 1995

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2311
Washington, D.C. 20423

LICENSING BRANCH

MAY 3 10 40 AM '95

RECEIVED
OFFICE OF THE
SECRETARY

**Subject: Recordation of Memorandum of
Lease**

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of a Memorandum of Lease Agreement, dated as of April 17, 1995, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), a secondary document. The primary document to which this relates is recorded under ICC Recordation Number 17405-E.

The names and addresses of the parties to the enclosed Locomotive Lease Agreement are as follows:

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94105

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$21.00 for the required recording fee.

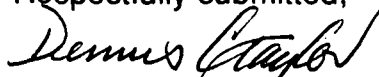
Following recordation, please return one original of the enclosed document, together with any extra copies not needed by the Commission for recordation, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Memorandum of Lease, dated as of April 17, 1995, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), relating to 26 General Electric Diesel Electric Locomotives, bearing Road Nos. 8015, 8017, 8021, 8025, 8032, 8044, 8058, 8066, 8072, 8077, 8078, 8079, 8093, 8095, 7484, 7486, 7487, 7489, 7490, 7491, 7492, 7493, 7494, 7497, 7499, 8002.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Dennis C. Taylor".

Dennis C. Taylor
Manager, Locomotive Leasing

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Number of Units</u>	<u>Road Number(s)</u>
General Electric Diesel Electric Locomotives	26	8015 8017 8021 8025 8032 8044 8058 8066 8072 8077 8078 8079 8093 8095 7484 7486 7487 7489 7490 7491 7492 7493 7494 7497 7499 8002



Interstate Commerce Commission

Washington, D.C. 20423-0001

5/3/95

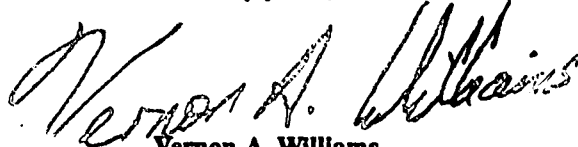
Office Of The Secretary

Dennis C. Taylor
Manager, Locomotive Leasing
GE Transportation Systems
Electric(General Company
2901 East Lake Road
Erie, PA., 16531

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/3/95 at 10:45AM , and assigned recordation number(s). 17405-0.

Sincerely yours,

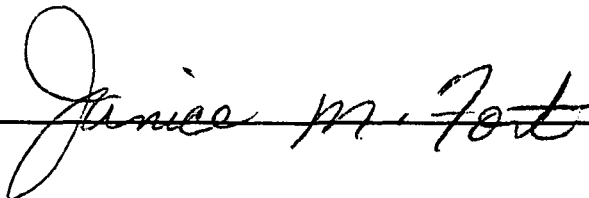

Vernon A. Williams
Secretary

Enclosure(s)

(0100613024)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF LEASE MAY 3 1995

On the 17th day of April, 1995, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and Southern Pacific Transportation Company, a Delaware corporation with offices at Southern Pacific Building, One Market Plaza, San Francisco, California 94105 ("Lessee"), entered into Locomotive Lease Schedule Number SP 95-1, by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee. Such Locomotive Lease Schedule incorporates all of the terms and conditions of that certain Master Locomotive Lease Agreement dated April 23, 1992 between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission on May 21, 1992 at 2:20 P.M. under I.C.C. file/index number 17405-E.

Locomotive Lease Schedule Number SP 95-1

<u>Road Numbers</u>	<u>Model</u>	<u>Estimated Service Date</u>
8015	C30-7	8/21/93
8017	C30-7	2/26/95
8021	C30-7	2/22/95
8025	C30-7	8/21/93
8032	C30-7	8/21/93
8044	C30-7	4/15/93
8058	C30-7	2/27/95
8066	C30-7	2/20/95
8072	C30-7	4/1/93
8077	C30-7	3/3/95
8078	C30-7	2/28/95
8079	C30-7	4/3/93
8093	C30-7	3/24/95
8095	C30-7	8/21/93
7484	B36-7	3/10/93
7486	B36-7	3/9/93
7487	B36-7	3/20/93
7489	B36-7	3/10/93
7490	B36-7	3/20/93
7491	B36-7	3/12/93
7492	B36-7	3/10/93
7493	B36-7	3/21/93
7494	B36-7	3/26/93
7497	B36-7	3/10/93
7499	B36-7	3/10/93
8002	B39-8	1/1/95

GENERAL ELECTRIC COMPANY

By: Dennis C. Taylor

Dennis C. Taylor, Manager -
Locomotive Leasing

SOUTHERN PACIFIC

TRANSPORTATION COMPANY

By: Jeffrey J. Smith

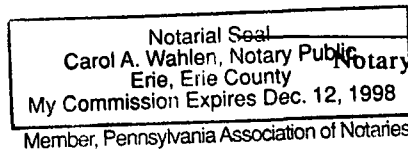
Name JEFFREY J. SMITH

Title DIRECTOR OF PURCHASES

Commonwealth of Pennsylvania }
County of Erie }

On this, the 17th day of April, 1995, before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager, Locomotive Leasing of General Electric Company, a corporation, and that he as Manager, Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager, Locomotive Leasing.

In witness whereof, I hereunto set my hand and official seal.



Carol A. Wahlen
Notary Public

My commission expires: _____

State of Colorado }
City and County of Denver }
Jefferson }

On this, the 26th day of April, 1995, before me, the undersigned officer, personally appeared Jeffrey H. Smith, who acknowledged himself to be the Director of Purchasing of Southern Pacific Transportation Company, a corporation, and that he as Director of Purchasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Director of Purchasing.

In witness whereof, I hereunto set my hand and official seal.

Dorothy K. Doyle
Notary Public

My commission expires: Feb. 16, 1997

ANNEX 1

LOCOMOTIVE LEASE SCHEDULE NUMBER SP 95-1

A. Twenty Six (26) General Electric diesel electric locomotives (the "Locomotives") bearing the following road numbers and estimated to be placed into Lessee's service on the following dates:

<u>Road Numbers</u>	<u>Model</u>	<u>Estimated Service Date</u>
8015	C30-7	8/21/93
8017	C30-7	2/26/95
8021	C30-7	2/22/95
8025	C30-7	8/21/93
8032	C30-7	8/21/93
8044	C30-7	4/15/93
8058	C30-7	2/27/95
8066	C30-7	2/20/95
8072	C30-7	4/1/93
8077	C30-7	3/3/95
8078	C30-7	2/28/95
8079	C30-7	4/3/93
8093	C30-7	3/24/95
8095	C30-7	8/21/93
7484	B36-7	3/10/93
7486	B36-7	3/9/93
7487	B36-7	3/20/93
7489	B36-7	3/10/93
7490	B36-7	3/20/93
7491	B36-7	3/12/93
7492	B36-7	3/10/93
7493	B36-7	3/21/93
7494	B36-7	3/26/93
7497	B36-7	3/10/93
7499	B36-7	3/10/93
8002	B39-8	1/1/95

B. The term of the Locomotive Lease resulting from execution of this Locomotive Lease Schedule shall commence with respect to each Locomotive described above on the date of delivery of such Locomotive by Lessor to Lessee. The term shall expire on July 31, 1995, unless extended with respect to any Locomotive by a letter signed by Lessee and Lessor.

C. The C30-7 and B36-7 locomotives described above are included in the Purchase Agreement between GE and SP for 200 AC4400CW and 3 AC6000CW dated July 12, 1994, Section 10.d, as Additional Incentives. The daily rent to be paid during the term described above, shall be none for each C30-7 and B36-7 Locomotive.

The Daily rent to be paid for the B39-8 locomotive described above, during the term also described above, shall be none.

D. The Maintenance of these locomotives is in accordance with Purchase Agreement between GE and SP for 200 AC4400CW and 3 AC6000CW dated July 12, 1994, Section 10.d, Additional Incentives.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: [Signature]

Title DIRECTOR OF PURCHASING

Date 4/25/95

GENERAL ELECTRIC COMPANY

By: [Signature]

Dennis C. Taylor, Manager,
Locomotive Leasing

Date 4/17/95